



**METROPOLITAN
TRANSPORTATION
COMMISSION**

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Memorandum

TO: Commission

September 21, 2011

FR: Executive Director

W. I. 1542

RE: MTC Resolution No. 4039, Creation of Bay Area Headquarters Authority

Contingent upon a positive action regarding the regional headquarters project at the Joint MTC/BATA meeting next Wednesday, staff recommends that the Commission approve MTC Resolution No. 4039 which authorizes MTC to enter into a Joint Exercise of Powers Agreement with the Bay Area Toll Authority (“BATA”) establishing the Bay Area Headquarters Authority (“BAHA”). BAHA’s mission would be to plan, acquire and develop office space and facilities and undertake related activities to acquire a regional headquarters office facility. Among other things, BAHA’s powers would include:

- Entering into contracts providing for public or private sector entities to plan, acquire and develop BAHA’s office space and facilities;
- Employing agents and employees;
- Acquiring, constructing, managing, maintaining and operating any building, works or improvements; and
- Acquiring, holding, leasing, renting, and disposing of property.

Under Resolution No. 4039, the Executive Director and the Chief Financial Officer, and each of them, would be authorized to sign a Joint Exercise of Powers Agreement in substantially the form as Attachment A to the proposed Resolution, with any additions that the Executive Director or the Chief Financial Officer may require or approve, subject to advice of counsel. Resolution No. 4039 would further approve BATA’s possible future funding contribution to BAHA for such purposes as purchasing property, improving the facility to be acquired, and covering co-location expenses. Resolution No. 4039 would also approve BATA’s taking of further actions, as necessary, pending the formation of BAHA, such as negotiating and executing a purchase agreement or other documents, opening escrow, retaining architects or planners for the development of such facility and negotiating terms of occupancy with prospective tenants of such office space and facilities.

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Resolution No. 4039 would also authorize BAHA to consummate any activities initiated by BATA, including BATA's assignment of the accepted bid for purchase of such property to BAHA and BAHA's acceptance of such assignment, BAHA's substitution for BATA in any escrow and purchase arrangements and BAHA's taking title to the facility. Finally, under Resolution No. 4039, the Executive Director and Chief Financial Officer, and each of them, would be authorized to negotiate, execute and deliver documentation between MTC and BAHA regarding MTC's use and occupancy of the facility.

Recommendation

Staff recommends that the Commission approve MTC Resolution No. 4039.

Steve Heminger